

W. T. GRANT COMPANY

Annual Report

1938

BOARDS
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W. T. GRANT COMPANY

BOARD OF DIRECTORS

William T. Grant, Chairman

John G. Byler	Karl D. Gardner
Joseph W. Chinn, Jr.	John M. Hancock
Howland S. Davis	James L. O'Neill
Fred H. Edgecomb	Richard W. Story
Clayton E. Freeman	William B. Warner

OFFICERS

William T. Grant	Chairman of the Board
Karl D. Gardner	President and General Manager
Fred H. Edgecomb	Vice-President
Richard W. Story	Vice-President and Secretary
John G. Byler	Vice-President and Treasurer

Executive Office

1441 Broadway, New York, N. Y.

Transfer Agent

Guaranty Trust Company
of New York

Registrar

Bankers Trust Company
New York, N. Y.

ANNUAL REPORT

1938 FISCAL YEAR

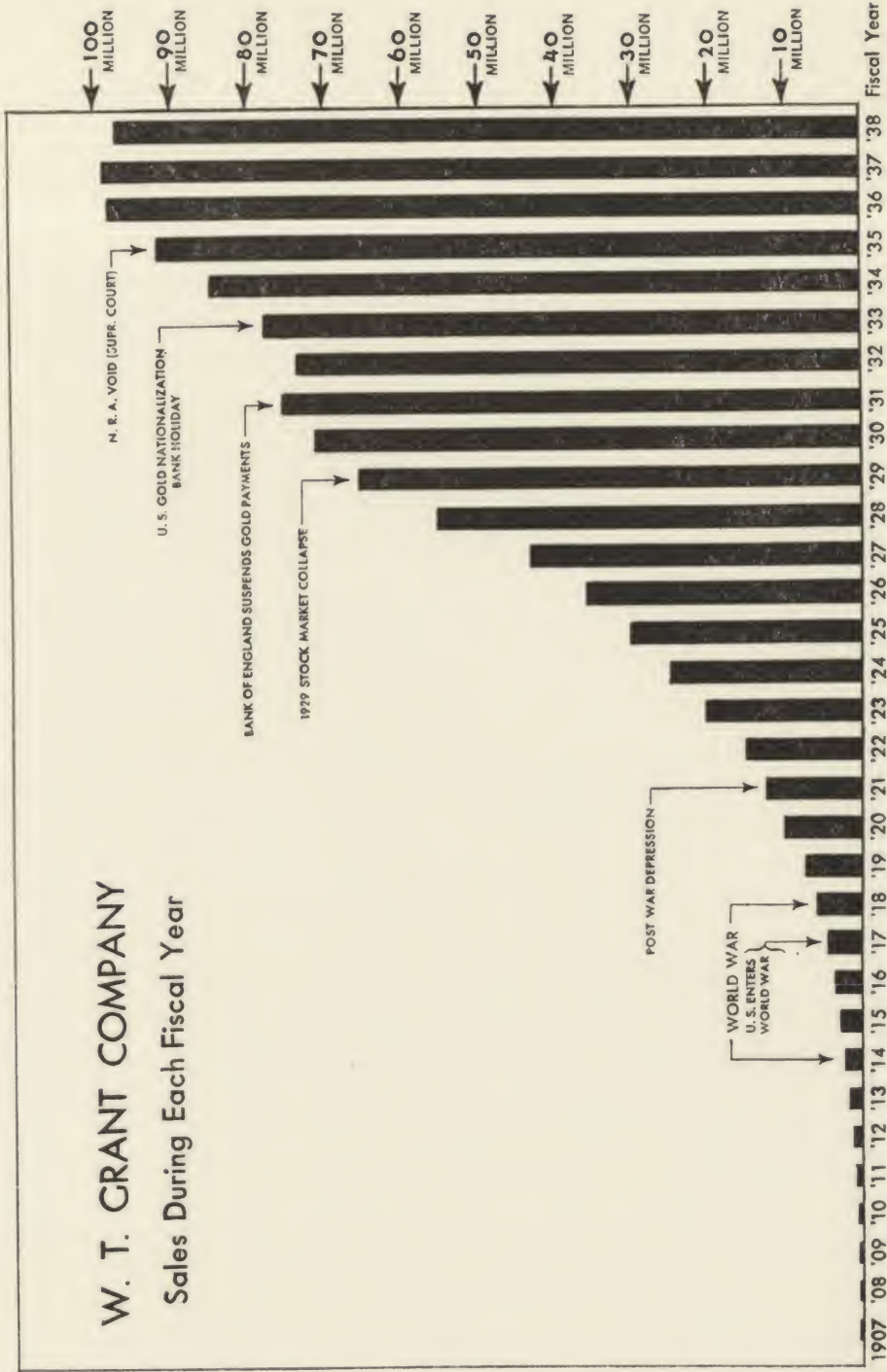
To be submitted to the Annual Meeting of Stockholders

to be held at 1441 Broadway, New York, N. Y., on

April 18, 1939.

W. T. GRANT COMPANY

Sales During Each Fiscal Year



W. T. GRANT COMPANY

Department Stores
Fourteen Forty-One Broadway
New York

March 20, 1939.

To the Stockholders:

During 1938, your company showed sales of \$97,516,419 and net earnings of \$2,766,424.

SALES

Sales of \$97,516,419 showed a decrease of \$1,543,501 or 1.6% under the preceding year. An analysis of the decrease in sales appears below:

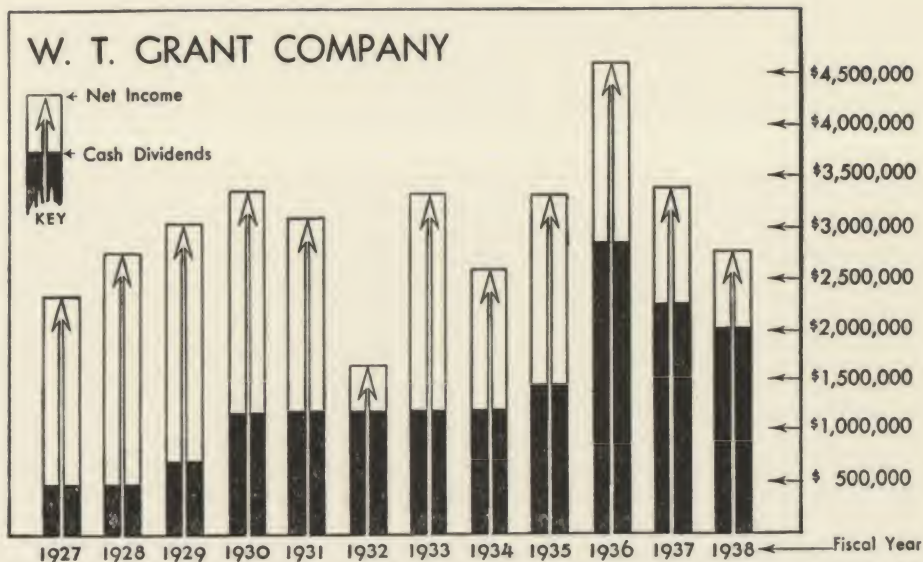
	Fiscal Year 1938	Fiscal Year 1937	Change %
Sales for 477 stores open during entire year 1937*	\$95,029,880	\$98,465,629	3.5
Sales for 5 new stores opened during 1937 . . .	1,169,912	594,291	96.9
Sales for 14 new stores opened during 1938 . . .	1,316,627		
Total Sales	\$97,516,419	\$99,059,920	1.6

*Including 2 stores permanently closed in 1937 and 5 stores permanently closed in 1938.

During the first half of the year general business conditions were poor and sales in identical stores showed a decline of 8.7% from the same period of the previous year. In the last half of the year, conditions improved and identical stores showed an increase in sales of 1.3%.

EARNINGS AND FINANCIAL CONDITION

Net earnings of \$2,766,424 were equal to \$2.03 per share on the 1,189,354 shares of common stock outstanding, after deducting the full year's dividend on the preferred stock. Earnings in the previous year were \$3,401,725, equal to \$2.78 per share



on the common stock after deducting the initial dividend paid on January 1, 1938 on the preferred stock. During the 1938 fiscal year, dividends on the common stock of 35c a share were paid on April 1, July 1, October 1 and January 1 and a final dividend of 25c a share was declared, payable February 14, 1939, out of the earnings for the 1938 fiscal year.

Taxes paid or accrued during the year totaled \$2,847,194 as compared with taxes of \$2,753,165 in the previous year. In addition sales taxes and social security taxes amounting to \$677,757 were collected and paid during 1938.

The decline in earnings was due principally to the decrease in sales volume experienced during the early months of the year and to markdowns taken at the end of the first six months when sales were lower than had been anticipated. In the last half of the year, both sales and earnings exceeded the corresponding months of the previous year. Below is an analysis of earnings by six months' periods during the past two years:

	1938	1937	Change
First six months	\$ 154,890	\$1,394,976	\$1,240,086 decrease
Last six months	2,611,534	2,006,749	604,785 increase
Total for year	\$2,766,424	\$3,401,725	\$ 635,301 decrease

At the year end inventories were \$11,680,798 compared with \$10,990,658 in the previous year. During the greater part of the year inventories were less than on the corresponding date of the previous year, but due to improved conditions, increased shipments of merchandise were made to the stores in January in order to better prepare for the following season.

On January 31, 1939 the balance sheet showed current assets of \$22,109,066, including cash of \$9,992,925, as compared with current liabilities of \$3,796,240.

EXPANSION

During the year the company opened fourteen new stores and closed five stores. At the year end 489 stores were in operation. The stores closed were small in sales volume and generally unprofitable. The new stores and dates of opening are:

Hagerstown, Md.—February 17, 1938
 Los Angeles, Calif.—March 19, 1938
 Kingsport, Tenn.—June 3, 1938
 Janesville, Wis.—June 29, 1938
 Clarksburg, W. Va.—June 30, 1938
 Green Bay, Wis.—July 8, 1938
 Birmingham, Ala.—July 30, 1938
 Wilkinsburg, Pa.—October 7, 1938
 Kannapolis, N. C.—October 12, 1938
 Buffalo, N. Y.—October 21, 1938
 Bridgeton, N. J.—November 4, 1938
 Port Arthur, Tex.—November 25, 1938
 Winona, Minn.—December 1, 1938
 Troy, N. Y.—December 9, 1938

In these new stores the company had the following capitalized investment at the year end:

Merchandise	\$ 342,952
Furniture and Fixtures	292,908
Alterations and Improvements	212,039
Advances to Landlords to finance improvements	163,619
	<hr/>
Total	\$1,011,518

During the year fourteen stores were enlarged and eight were air conditioned.

Through its wholly owned subsidiary, W. T. Grant Realty Corporation, five properties were purchased during the year.

A moderate expansion is planned during 1939. Six locations are under lease for new stores to be opened and other new store leases are in negotiation. Additional stores will be enlarged and modernized.

LEGISLATION

During the past year, the President of your company took occasion to advise the stockholders of the threat to their investment in the company from the so-called "Patman Bill" which was introduced in the House of Representatives in Washington for the purpose of destroying chain store organizations through taxation. The publicity given this proposal has resulted in farmer, labor, real estate and consumer organizations going on record in opposition to the destruction of mass distribution through taxation. We believe that the widespread discussion which has resulted from such proposals has been beneficial in educating the public to a better knowledge of the importance of mass distribution in the economic life of the country. While continued vigilance is necessary, we believe the trend of discriminatory taxation is diminishing.

General taxation continues to increase. In this report we have given a chart which compares taxes collected and paid in 1938 with 1928, just ten years before. We believe that the experience of your company in regard to taxation is shared by other business enterprises throughout the country.

ORGANIZATION

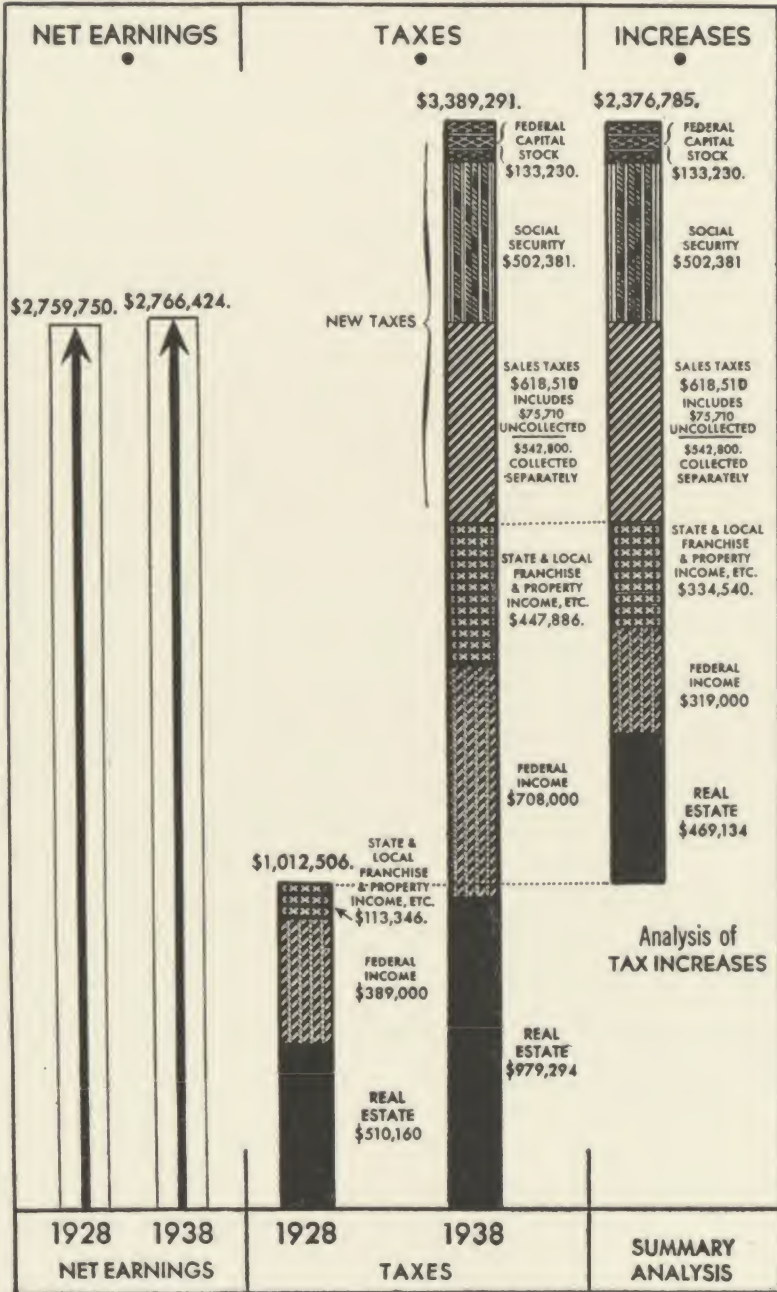
At present, the W. T. Grant Company (a Delaware Corporation) is a holding company which controls the stores and other operating assets through the ownership of the entire outstanding stock of the W. T. Grant Company (a Massachusetts Corporation). The matter of simplifying the capital structure so that the stockholders will own stock directly in the operating company, continues to be an objective of the management and directors.

We wish to acknowledge the spirit of loyalty and cooperation which has been shown by members of our organization during the past year.

WILLIAM T. GRANT

Chairman of the Board.

COMPARISON OF NET EARNINGS AND TAXES
1928 · 1938
W. T. GRANT COMPANY



W. T. GRANT

(A Delaware

AND SUBSIDIARY

CONSOLIDATED

January

ASSETS

CURRENT ASSETS

Cash	\$ 9,992,924.82	
Marketable securities (quoted market value \$56,925.00)	35,415.41	
Accounts receivable	399,927.96	
Merchandise inventories	11,680,798.10	\$22,109,066.29

OTHER ASSETS

Cash surrender value of life insurance	\$ 1,198,436.50	
Advances to and security deposited with landlords—to be repaid over a term of years	535,019.97	
Real estate mortgages receivable	316,758.41	
Employees notes and accounts receivable (partly secured)	31,671.08	
Sundry accounts, notes, claims and investments; funds in closed banks and restricted balances (less reserve \$91,851.96)	8,466.81	
Deposit for purchase of property	3,500.00	2,093,852.77

STORE PROPERTIES, FIXTURES AND IMPROVEMENTS (At Cost)

Land	\$ 5,427,158.40	
Buildings	\$2,955,599.24	
Less reserve for depreciation	904,143.99	2,051,455.25
Furniture and Fixtures	\$6,741,730.41	
Less reserve for depreciation	3,687,009.96	3,054,720.45
Alterations and improvements to leased properties (this amount is being amortized over a period not in excess of the term of the leases involved)	5,393,354.20	15,926,688.30

DEFERRED CHARGES

Prepaid taxes and rents, prepaid insurance, supplies, etc.		1,052,119.16
		<u>\$41,181,726.52</u>

T COMPANY

(Corporation)

RY COMPANIES

BALANCE SHEET

31, 1939

LIABILITIES

CURRENT LIABILITIES

Accounts payable	\$ 1,674,816.93	
Dividend payable—February 14, 1939	297,338.50	
Real estate mortgages payable on demand or maturing within one year	316,150.00	
Accrued accounts	769,226.97	
Provision for federal taxes on income—estimated	738,707.70	\$ 3,796,240.10

DEFERRED LIABILITIES

Real estate mortgages payable 1940 to 1954	\$ 2,366,600.00	
Tenants deposits as security for leases	3,440.00	2,370,040.00

RESERVE

For repainting stores		215,153.37
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CAPITAL STOCK AND SURPLUS

Capital stock:

5% Cumulative Preferred—par value \$20.00 per share, redeemable at \$22.00 per share: Author- ized 400,000 shares; issued or to be issued— 350,138½ shares (including 1,280¼ shares in treasury)	\$ 6,977,165.00	
Common—par value \$10.00 per share: Author- ized 1,500,000 shares; issued or to be issued 1,190,554 shares (including 1,200 shares in treasury)	11,893,540.00	\$18,870,705.00

Earned surplus (including \$629,963.59 accumulated since forma- tion of Delaware Company in November, 1937)	15,929,588.05	34,800,293.05
		<u>\$41,181,726.52</u>

W. T. GRANT COMPANY

(A Delaware Corporation)

AND SUBSIDIARY COMPANIES

CONSOLIDATED PROFIT AND LOSS STATEMENT

For the Fiscal Year Ended January 31, 1939

SALES		\$97,516,418.92
COST OF MERCHANDISE SOLD AND OPERATING EXPENSES		92,554,683.21
		<hr/>
OTHER DEDUCTIONS (Net)		\$ 4,961,735.71
		106,248.41
		<hr/>
		\$ 4,855,487.30
DEDUCT:		
Provision for depreciation and amortization of leasehold im-		
provements	\$ 1,318,369.39	
Interest paid less interest earned	62,693.69	1,381,063.08
		<hr/>
PROFIT BEFORE FEDERAL TAXES ON INCOME		\$ 3,474,424.22
Provision for federal taxes on income		708,000.00
		<hr/>
NET PROFIT		<u>\$ 2,766,424.22</u>

CONSOLIDATED EARNED SURPLUS

For the fiscal year ended January 31, 1939

BALANCE—January 31, 1938		\$15,488,090.55
ADD:		
Net profit for year		2,766,424.22
		<hr/>
		\$18,254,514.77
DEDUCT:		
Cash dividends:		
On 5% Cumulative Preferred Stock—\$20.00 par value:		
Four quarterly dividends of 25c each, aggregating \$1.00 per share	\$ 348,630.00	
On Common Stock—\$10.00 par value:		
Four quarterly dividends of 35c each, or \$1.40 per share	\$ 1,665,095.60	
Final dividend for fiscal year ended January 31, 1939—25c per share, payable February 14, 1939	297,338.50	
		<hr/>
Total dividends on Common Stock—\$1.65 per share	1,962,434.10	
		<hr/>
TOTAL DIVIDENDS	\$ 2,311,064.10	
Prior year federal tax adjustments of predecessor companies (net)	13,862.62	2,324,926.72
		<hr/>
BALANCE—January 31, 1939		<u>\$15,929,588.05</u>

CERTIFICATE OF AUDITORS

March 7, 1939

To the Board of Directors,
W. T. Grant Company,
New York, N. Y.

We have made an examination of the consolidated balance sheet of W. T. Grant Company (a Delaware Corporation) and its subsidiaries as at January 31, 1939, and of the consolidated statements of profit and loss and surplus of such corporations for the fiscal year ended at that date. In connection therewith, we examined or tested accounting records of the Company and of its subsidiaries and other supporting evidence; we have also made a general review of the accounting methods and of the operating and income accounts for the year, but we did not make a detailed audit of the transactions.

Cash on deposit was confirmed. Merchandise inventories, as taken and certified by the Company, valued at not in excess of cost or market, whichever is lower, were tested by us as to pricing and computations. The subsidiary W. T. Grant Company (Massachusetts Corporation) was guarantor of a note issued to a bank by Trustees of an Employees Stock Purchase Fund secured by 1,132 shares of 5% cumulative preferred stock and 5,346 shares of common stock of W. T. Grant Company (Delaware Corporation) the unpaid balance of which note amounted to \$27,384.09 at January 31, 1939. The unpaid balance of import letters of credit issued to W. T. Grant Company (Massachusetts Corporation) amounted to \$421,068.50 at that date.

In our opinion, based upon our examination and information submitted to us, the accompanying consolidated balance sheet and related consolidated statements of profit and loss and surplus fairly present, in accordance with accepted principles of accounting consistently maintained by the Companies during the year under review, the consolidated position of the Company and its subsidiaries at January 31, 1939, and the consolidated results of operations of the Company and its subsidiaries for the fiscal year ended at that date.

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W. T. GRANT COMPANY

COMPARATIVE CONSOLIDATED INCOME ACCOUNTS

FISCAL YEAR (Which Ends January 31 of Subsequent Calendar Year)	1938	1937	1936	1935	1934
SALLES	\$97,516,419	\$99,059,920	\$98,346,043	\$91,981,814	\$85,069,612
LESS: Cost of Merchandise Sold and Operating Expenses	92,554,683	93,567,638	91,208,494	86,812,894	80,765,419
OTHER INCOME (Net)	4,961,736	5,492,282	7,137,549	5,168,920	4,304,193
	106,249	78,955	46,767	31,301	7,258
	4,855,487	5,571,237	7,184,316	5,200,221	4,311,451
DEDUCT:					
Flood Losses			92,214		
Interest Paid	62,694	63,532	63,129	122,904	145,189
Allowance for Depreciation and Amortization	1,318,369	1,254,980	1,238,189	1,207,451	1,153,180
Provision for Federal Income Taxes	708,000	700,000	939,405	535,620	396,880
Provision for Surtax on Undistributed Net Income	—	151,000	257,000	—	—
NET INCOME	<u>\$ 2,766,424</u>	<u>\$ 3,401,725</u>	<u>\$ 4,594,379</u>	<u>\$ 3,334,246</u>	<u>\$ 2,616,202</u>

COMPARATIVE CONSOLIDATED SURPLUS ACCOUNTS

FISCAL YEAR (Which Ends January 31 of Subsequent Calendar Year)	1938	1937	1936	1935	1934
SURPLUS—BEGINNING OF YEAR	\$15,488,090	\$22,071,325	\$20,345,798	\$18,505,746	\$17,146,092
ADD:					
Net Income for Year as Above	2,766,424	3,401,725	4,594,379	3,334,246	2,616,202
	18,254,514	25,473,050	24,940,177	21,839,992	19,762,294
DEDUCT:					
Preferred Dividends		87,278			
Common Dividends	348,630	2,266,494	2,868,852	1,494,194	1,195,355
Transfer to Capital Account	1,962,434	7,607,733	—	—	—
Sundry Deductions (Net)	13,862	23,455	—	—	61,193
SURPLUS—END OF YEAR	<u>\$15,929,588</u>	<u>\$15,488,090</u>	<u>\$22,071,325</u>	<u>\$20,345,798</u>	<u>\$18,505,746</u>

W. T. GRANT COMPANY

COMPARATIVE CONSOLIDATED BALANCE SHEETS

AT END OF FISCAL YEAR (January 31 of Subsequent Calendar Year)	1938	1937	1936	1935	1934
ASSETS					
Cash	\$ 9,992,925	\$ 10,998,361	\$ 10,574,802	\$ 8,805,872	\$ 7,364,070
Marketable Securities	35,415	35,415	—	—	—
Notes and Accounts Receivable	399,928	170,244	272,166	110,739	231,507
Merchandise Inventories	11,680,798	10,990,658	11,911,012	10,979,229	10,331,294
TOTAL CURRENT ASSETS	<u>22,109,066</u>	<u>22,194,678</u>	<u>22,757,980</u>	<u>19,895,840</u>	<u>17,926,871</u>
Cash Surrender Value of Life Insurance	1,198,437	1,058,092	85,999	84,437	82,862
Advances and Security with Landlords	535,020	510,612	425,723	299,588	469,033
Miscellaneous Investments, Employees Accounts Receivable, Etc. (Net)	360,396	137,516	17,908	19,997	30,558
Land and Buildings, Depreciated	7,478,614	6,728,426	6,574,129	6,178,725	6,620,609
Furniture and Fixtures, Depreciated	3,054,721	2,968,408	2,806,609	2,947,172	3,114,836
Alterations and Improvements (Net)	5,393,354	5,179,068	5,149,934	5,428,266	5,558,115
Deferred Charges	1,052,119	922,856	799,523	844,971	772,089
TOTAL ASSETS	<u>\$41,181,727</u>	<u>\$39,699,656</u>	<u>\$38,617,805</u>	<u>\$35,698,996</u>	<u>\$34,574,973</u>
LIABILITIES AND CAPITAL					
Accounts Payable	\$ 1,674,817	\$ 1,495,874	\$ 1,073,799	\$ 932,198	\$ 975,564
Notes Payable	—	12,500	25,000	25,000	30,750
Dividend Payable	297,338	—	—	—	—
Accrued Accounts	769,227	714,218	1,647,298	1,240,495	974,844
Real Estate Mortgages Payable—Current	316,150	475,500	324,000	197,200	272,200
Provision for Federal Taxes—Estimated	738,708	916,303	1,283,000	605,000	459,000
TOTAL CURRENT LIABILITIES	<u>3,796,240</u>	<u>3,614,395</u>	<u>4,353,097</u>	<u>2,999,893</u>	<u>2,712,358</u>
Deferred Notes Payable	—	—	12,500	37,500	166,000
Tenants Deposits	3,440	4,615	7,983	7,983	8,433
Real Estate Mortgages Payable—Deferred	2,366,600	1,540,150	1,948,850	2,077,850	2,947,050
Reserve for Repainting Stores	215,154	181,171	135,004	140,526	145,940
Capital Stock:					
Preferred—5% Cumulative \$20 Par Value	6,977,165	6,977,695	—	—	—
Common—\$10 Par Value	11,893,540	11,893,540	10,089,446	10,089,446	10,089,446
Capital—No Par Value	—	—	22,071,325	20,345,798	18,505,746
Surplus	15,929,588	15,488,090	—	—	—
TOTAL LIABILITIES AND CAPITAL	<u>\$41,181,727</u>	<u>\$39,699,656</u>	<u>\$38,617,805</u>	<u>\$35,698,996</u>	<u>\$34,574,973</u>

GRANT STORES

ALABAMA (6)

Anniston
Birmingham
Decatur
Gadsden
Huntsville
Mobile

ARKANSAS (2)

Little Rock
Pine Bluff

CALIFORNIA (10)

Berkeley
Fresno
Huntington Park
Los Angeles (2)
Oakland
Sacramento
San Jose
Santa Barbara
Santa Monica

CONNECTICUT (26)

Bridgeport (2)
Danbury
Danielson
Derby
Greenwich
Hartford
Meriden
Middletown
Milford
New Britain
New Haven
New London
New Milford
Putnam
Rockville
Southington
South Manchester
Stamford
Thomaston
Thompsonville
Torrington
Wallingford
Waterbury
Willimantic
Winsted

DELAWARE (3)

Dover
Milford
Wilmington

FLORIDA (6)

Jacksonville
Lakeland
Miami
Orlando
Tampa (2)

GEORGIA (7)

Albany
Atlanta
Augusta
Brunswick

GEORGIA (Cont.)

Macon
Savannah
Valdosta

ILLINOIS (17)

Alton
Aurora
Belleville
Chicago (4)
Decatur
East St. Louis
Elgin
Galesburg
Jacksonville
Joliet
Peoria
Quincy
Rockford
Springfield

INDIANA (9)

Evansville
Fort Wayne
Gary
Hammond
Indianapolis
Michigan City
New Albany
Newcastle
South Bend

IOWA (4)

Clinton
Davenport
Ottumwa
Waterloo

KANSAS (4)

Hutchinson
Pittsburg
Topeka
Wichita

KENTUCKY (2)

Louisville
Paducah

LOUISIANA (5)

Alexandria
Baton Rouge
Monroe
New Orleans
Shreveport

MAINE (12)

Bangor
Bath
Brunswick
Calais
Fort Kent
Gardiner
Lewiston
Old Town
Portland
Sanford
Skowhegan

MAINE (Cont.)

Van Buren

MARYLAND (4)

Baltimore
Cambridge
Crisfield
Hagerstown

MASSACHUSETTS (72)

Adams
Arlington
Athol
Beverly
Boston (12)
Brocton
Cambridge
Chelsea
Chicopee
Clinton
Danvers
Easthampton
Everett
Fall River
Fitchburg
Frammingham
Franklin
Gardner
Gloucester
Great Barrington
Haverhill
Holyoke
Hudson
Hyannis
Lawrence
Leominster
Lynn (2)
Malden
Marlboro
Medford
Melrose
Middleboro
Milford
Natick
Needham
New Bedford (2)
Norfolk Downs
North Adams
North Attleboro
Norwood
Palmer
Peabody
Pittsfield
Plymouth
Reading
Rockland
Salem
Somerville
Stoneham
Taunton
Wakefield
Waltham
Ware
Watertown
Webster
Weymouth
Winthrop

MASSACHUSETTS (Cont.)

Woburn
Worcester

MICHIGAN (9)

Detroit (2)
Grand Rapids
Hamtramck
Kalamazoo
Lansing
Muskegon
Saginaw
St. Joseph

MINNESOTA (4)

Minneapolis
Rochester
St. Paul
Winona

MISSISSIPPI (1)

Jackson

MISSOURI (4)

Kansas City
St. Joseph
St. Louis
Springfield

NEBRASKA (2)

Lincoln
Omaha

NEW HAMPSHIRE (9)

Berlin
Concord
Derry
Dover
Franklin
Manchester
Nashua
Portsmouth
Rochester

NEW JERSEY (26)

Bayonne
Bloomfield
Bridgeton
Burlington
Camden
Collingswood
Dover
Hackensack
Hoboken
Jersey City (3)
Millville
Mount Holly
Newark (3)
Passaic
Paterson
Rahway
Riverside
Somerville
Trenton
Union City
Vineland
West New York

NEW YORK (85)

Albany
 Batavia
 Bath
 Bay Shore, L. I.
 Beacon
 Binghamton
 Buffalo (7)
 Canandaigua
 Carthage
 Catskill
 Corning
 Cortland
 Dansville
 Elmira
 Freeport, L. I.
 Geneva
 Glen Cove, L. I.
 Glens Falls
 Gouverneur
 Great Neck, L. I.
 Hempstead, L. I.
 Herkimer
 Hudson Falls
 Huntington, L. I.
 Iliion
 Jamestown
 Johnstown
 Kenmore
 Kingston
 Lackawanna
 Lockport
 Lynbrook, L. I.
 Mechanicville
 Medina
 Middletown
 New York
 Bronx (4)
 Brooklyn (2)
 Manhattan (5)
 Queens (4)
 New Rochelle
 Niagara Falls
 Norwich
 Olean
 Oneida
 Oneonta
 Oyster Bay, L. I.
 Patchogue, L. I.
 Penn Yan
 Port Chester
 Port Jervis
 Poughkeepsie
 Riverhead, L. I.
 Rochester
 Rockville Center, L. I.
 Rome
 Schenectady
 Seneca Falls
 Syracuse (2)
 Tonawanda
 Troy
 Utica
 Watertown

NEW YORK (Cont.)

Warsaw
 Westfield
 Wellsville
 White Plains
 Yonkers

NORTH CAROLINA (10)

Charlotte
 Concord
 Elizabeth City
 Goldsboro
 Greensboro
 Greenville
 Hickory
 Kannapolis
 Kinston
 Raleigh

NORTH DAKOTA (1)

Fargo

OHIO (24)

Akron
 Barberton
 Bellaire
 Bellevue
 Cambridge
 Canton
 Circleville
 Columbus
 Conneaut
 Dayton
 Delphos
 East Liverpool
 Elyria
 Kent
 Lima
 Mansfield
 Marion
 New Philadelphia
 Newark
 Norwalk
 Portsmouth
 Steubenville
 Toledo
 Youngstown

OKLAHOMA (2)

Muskogee
 Oklahoma City

PENNSYLVANIA (63)

Altoona
 Bangor
 Berwick
 Blairsville
 Bloomsburg
 Bristol
 Butler
 Carlisle
 Chambersburg
 Columbia

PENNSYLVANIA (Cont.)

Conshohocken
 Corry
 Danville
 Elizabethtown
 Ellwood City
 Erie
 Freeland
 Greenville
 Hazleton
 Homestead
 Honesdale
 Huntingdon
 Jeannette
 Johnstown
 Lancaster
 Lock Haven
 McKeesport
 Mahanoy City
 Middletown
 Milton
 Mount Pleasant
 Mount Union
 New Kensington
 Oil City
 Palmerton
 Philadelphia (4)
 Philipsburg
 Phoenixville
 Pittston
 Pittsburgh (2)
 Pottstown
 Pottsville
 Reading
 Sayre
 Scranton
 Shamokin
 Shippensburg
 Sunbury
 Tarentum
 Titusville
 Towanda
 Uniontown
 Upper Darby
 Waynesboro
 West Chester
 Wilkinsburg
 Williamsport
 Windber
 York

RHODE ISLAND (5)

Newport
 Pawtucket
 Providence
 West Warwick
 Woonsocket

SOUTH CAROLINA (4)

Charleston
 Columbia
 Florence
 Greenville

TENNESSEE (5)

Bristol
 Chattanooga
 Kingsport
 Memphis
 Nashville

TEXAS (13)

Abilene
 Beaumont
 Brownsville
 Corpus Christi
 Dallas
 El Paso
 Fort Worth
 Galveston
 Houston
 Port Arthur
 San Antonio
 Waco
 Wichita Falls

UTAH (2)

Ogden
 Salt Lake City

VERMONT (5)

Bennington
 Burlington
 Newport
 St. Johnsbury
 Springfield

VIRGINIA (13)

Charlottesville
 Clifton Forge
 Danville
 Fredericksburg
 Norfolk
 Harrisonburg
 Hopewell
 Lynchburg
 Newport News
 Petersburg
 Portsmouth
 Richmond
 Roanoke

WEST VIRGINIA (6)

Clarksburg
 Elkins
 Hinton
 Huntington
 Parkersburg
 Weston

WISCONSIN (7)

Fond du Lac
 Green Bay
 Janesville
 Madison
 Milwaukee
 Oshkosh
 Sheboygan

